

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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GENERAL MOTORS CORP., et al.,	:
	:
Debtors.	:
	:
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**ORDER GRANTING APPLICATION OF THE DEBTORS
PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY
CODE AND RULES 2014(a) AND 2016(b) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO EMPLOY AND
RETAIN JENNER & BLOCK LLP AS ATTORNEYS FOR THE
DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon consideration of the Application of the Debtors Pursuant to Section 327(e) of the Bankruptcy Code, and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure, for Authorization to Employ and Retain Jenner & Block LLP as Attorneys for the Debtors, dated June 12, 2009 (the “**Application**”)¹ and the Declaration of Daniel R. Murray in Support of the Application; it appearing to the Court that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1344, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) Jenner & Block does not hold or represent any interest adverse to the Debtors’ estates, (iv) Jenner & Block is a “disinterested person” as contemplated under sections 101(14) and 327 of the Bankruptcy Code, (v) due and sufficient notice of the Application and the hearing has been given and no other or further notice is necessary, and (vi) upon the record herein after due deliberation and sufficient cause appearing therefor;

¹ Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. All objections to the Application or the relief requested therein that have not been made, withdrawn, waived, or settled, and all reservations of rights included therein, are hereby overruled on the merits.
3. Pursuant to section 327(e) of the Bankruptcy Code, and Bankruptcy Rules 2014(a) and 2016(b), the Debtors are hereby authorized to retain, effective *nunc pro tunc* to the Commencement Date, upon the terms and for the purposes set forth in the Application, Jenner & Block as attorneys to the Debtors.
4. Jenner & Block shall file fee applications for interim and final allowance of compensation and disbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, the Local Rules, any orders of this Court, and guidelines established by the Office of the United States Trustee.
5. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: New York, New York
June 26, 2009

/s/ Robert E. Gerber
HON. ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE